

**IN THE UNITED STATES DISTRICT COURT FOR
THE EASTERN DISTRICT OF PENNSYLVANIA**

HEALTH PARTNERS PLANS, INC.	:	
	:	CIVIL ACTION
Plaintiff,	:	
	:	No.
v.	:	
	:	
DOYLESTOWN HEALTH PARTNERS, LLC	:	
	:	
Defendant.	:	

COMPLAINT

Plaintiff, Health Partners Plans, Inc. (“Health Partners”), by and through its undersigned counsel, Pepper Hamilton LLP, hereby files this Complaint against Defendant, Doylestown Health Partners, LLC (“Doylestown” or “Defendant”), seeking injunctive and other relief, and in support thereof avers as follows:

INTRODUCTION

1. This is an action for injunctive relief, money damages, and attorneys’ fees and costs stemming from Doylestown’s unfair competition and false designation of origin arising under the trademark and unfair competition laws of the United States.

PARTIES

2. Plaintiff Health Partners Plans is a Pennsylvania non-profit 501(c)(4) corporation that maintains its principal place of business at 901 Market Street, Suite 500, Philadelphia, Pennsylvania 19107.

3. On information and belief, Defendant Doylestown is a limited liability company of Pennsylvania with a principal place of business at 595 West State Street, Doylestown, Pennsylvania 18901.

JURISDICTION AND VENUE

4. This Court has subject matter jurisdiction over the claims for relief arising under the Lanham Act, 15 U.S.C. § 1121.

5. This Court has personal jurisdiction over Doylestown because it is a citizen of this Commonwealth.

6. Venue is proper in this Court under 28 U.S.C. § 1391(b) because a substantial part of the events giving rise to Health Partners' claims occurred in this District and a substantial part of the property, intellectual or otherwise, that is subject to Health Partners' claims is situated within this District.

FACTUAL BACKGROUND

HEALTH PARTNERS AND ITS "HEALTH PARTNERS" BRAND

7. Health Partners is a leading non-profit provider of health plans with a network of healthcare providers in the greater Philadelphia region (Philadelphia, Delaware, Montgomery, Bucks, and Chester Counties comprising the "Five-County Area"), including in Montgomery and Bucks County Pennsylvania, and more specifically, in Doylestown. Members of Health Partners' health plans are patients or prospective patients of hospitals and other healthcare providers in the greater Philadelphia region, including Montgomery and Bucks County hospitals and healthcare providers, and more specifically, Doylestown-area healthcare providers.

8. Health Partners' members and potential members (*i.e.*, the relevant consumers) enroll with a particular health insurance plan (Medicare, Medicaid, or CHIP) and then locate a particular healthcare provider (for example, a physician, pediatrician or specialist) within that plan, that meets the member's geographic and medical needs. By way of example, a Health Partners member from Doylestown, Pennsylvania would use Health Partners to enroll in a

Medicaid Advantage health plan, and upon enrolling would use Health Partners to locate a provider within Health Partners' network, that is located in or near Doylestown.

9. Health Partners was founded nearly thirty years ago and has grown to nearly a quarter of a million members from Philadelphia, Chester, Delaware, Bucks, and Montgomery counties in Pennsylvania.

10. Health Partners is hospital-owned. Its six (6) hospital owners include the following Philadelphia-area hospitals: Aria Health, Einstein Medical Center, Episcopal Hospital, Hahnemann University Hospital, St. Christopher's Hospital for Children, and Temple University Hospital. Health Partners' network of covered providers includes more than thirty (30) hospitals and 5,600 primary care and specialist physicians and allied health professionals.

11. Among Health Partners' competitors is Humana Inc. ("Humana"). Humana is a publicly-traded, for profit, group of insurance and healthcare plan providers based in Louisville, Kentucky; and doing business in the Pennsylvania health plan marketplace. Like Health Partners, Humana offers its members access to enrollment and provider information for Medicare and Medicaid enrollees. Information about Humana and its plan offerings is available from the Humana website located at URL www.humana.com. True and accurate copies of Humana's website pages are attached hereto as **Exhibit "1."**

12. Health Partners is the owner of the trade name "Health Partners Plans" and the Trademarks "HEALTH PARTNERSTM", "HEALTH PARTNERS PLANSTM", and "HEALTH PARTNERS FOUNDATIONTM", and accompanying Design Marks and Logos ("the HEALTH PARTNERS Marks"). HEALTH PARTNERS Marks and variants thereof have been used in connection with Health Partners' services since at least as early as 1987. Certain of the HEALTH PARTNERS Marks are the subjects of U.S. Trademark Applications and U.S.

Trademark Registrations issued by the United States Patent and Trademark Office. True and accurate copies of the Trademarks, Trademark Registration Certificates and Trademark Applications are attached hereto as **Exhibit “2.”**

13. The HEALTH PARTNERS Marks cover a variety of services focused on making healthcare affordable and accessible to members throughout the greater Philadelphia region. Use of the HEALTH PARTNERS Marks has been continuous and exclusive since 1987.

14. Health Partners offers and advertises its HEALTH PARTNERS™ services from the website located at www.healthpartnersplans.com and has done so since the URL was first registered in August, 2012. Prior to 2012, Health Partners offered and advertised its HEALTH PARTNERS™ services from the website located at www.healthpart.com.

15. Health Partners actively promotes its “HEALTH PARTNERS™” services and related services through social media, including Twitter (@HPPlans), Facebook (<https://www.facebook.com/healthpartnersplans>), Instagram (<https://instagram.com/hpplans/>), and LinkedIn (<https://www.linkedin.com/company/healthpartnersplans>). Health Partners has invested significant time and resources into developing its reputation and the good will of the “HEALTH PARTNERS™” brand.

16. Over the course of its nearly thirty (30) year history of providing superior health coverage to the Philadelphia region’s most chronically underserved members of the community, Health Partners has spent tens of millions of dollars advertising and promoting its goods and services.

17. Since 2012 alone, Health Partners has spent, on average, about \$3 million dollars a year on marketing and advertising under its HEALTH PARTNERS Marks. Its

marketing and advertising efforts reach the Philadelphia, Montgomery, Delaware, Chester, and Bucks Counties.

18. As a result of Health Partners' longstanding and continuous use of the HEALTH PARTNERS Marks to identify its services, Health Partners' members and prospective members have come to identify Health Partners as the exclusive source of those services.

19. Health Partners has maintained and continues to maintain the highest standards of quality of its services marketed, offered, and rendered under the HEALTH PARTNERS Marks.

20. Over the course of nearly thirty years, Health Partners has established itself as a preeminent provider of health insurance plans and access to healthcare providers for members and prospective members in the greater Philadelphia region.

21. In 2015, Health Partners was named the #1 Medicaid Plan in Pennsylvania by the National Committee for Quality Assurance. <https://www.healthpartnersplans.com/about-us/newsroom/news-releases/2014/health-partners-plans-medicaid-ranked-1-in-pa-by-ncqa>

22. In 2014, the Pennsylvania Department of Health Office of Medical Assistance Programs Division of Quality and Special Needs Coordination found that for the second straight year (and third straight year in top two), Health Partners had the highest level of customer satisfaction for child health coverage. http://www.dhs.state.pa.us/cs/groups/public/documents/communication/s_002193.pdf (ranking Health Partners second in customer satisfaction among adults).

23. The Pennsylvania Department of Human Services also provides to consumers a guide by which they can select the appropriate health insurance plan for their needs. As part of that guide, the Department ranked the then-available plans in nine different categories.

Health Partners was the only plan to receive a four-star ranking in any category. Health Partners received a four-star ranking in three different categories – specifically services for the treatment or maintenance of issues relating to cholesterol and diabetes and maternity care. https://www.enrollnow.net/PASelfService/pdfs/English/HC%20ConsumerGuide_SouthEast_Eng.pdf.

24. Health Partners is philanthropically active in the Five-County Area community. The HEALTH PARTNERS FOUNDATION™ programs were established in 1999 by Health Partners' employees and business partners to help meet the healthcare and wellness needs of the communities they sponsor, and to support local organizations that make a positive difference in Health Partners' members' neighborhoods. "HEALTH PARTNERS FOUNDATION™" programs are funded by Health Partners' employees and corporate sponsors that include Philadelphia professional athletic teams, nationally recognized health and wellness providers, regional banks, and local institutions such as Longwood Gardens and the Kimmel Center for the performing arts. A true and accurate copy of Health Partners' website page identifying its "HEALTH PARTNERS FOUNDATION™" corporate sponsors is attached hereto as **Exhibit "3."**

25. "HEALTH PARTNERS FOUNDATION™" community events are hosted in and around the city of Philadelphia most weekends throughout the year. A true and accurate copy of Health Partners' website page advertising community HEALTH PARTNERS FOUNDATION™ events is attached hereto as **Exhibit "4."**

26. "HEALTH PARTNERS FOUNDATION™" initiatives include awards to local individuals and organizations that positively impact and make a difference in their communities; scholarships; holiday donations to those in need; and emergency relief services.

By way of example, was honored as the 2015 Nourish Award Recipient from MANNA. See <http://www.mannapa.org/wp-content/uploads/2013/04/Nourish-2015.pdf>. A true and accurate copy of Health Partners' website page discussing these initiatives is attached hereto as **Exhibit 5.**

27. The result of these extraordinary marketing and promotion efforts, in conjunction with Health Partner's well-documented and well-deserved reputation for excellence among consumers and within the industry, the Health Partners' Marks have achieved secondary meaning/acquired distinctiveness as the source of origin of superior health insurance in the Five-County Area.

DOYLESTOWN AND ITS UNAUTHORIZED USE OF THE HEALTH PARTNERS™ MARK

28. Upon information and belief, Doylestown markets and provides healthcare services to patients and prospective patients. Specifically, it provides a network of healthcare providers within the Doylestown Health Foundation and Doylestown Hospital health system.

29. Health Partners paid Doylestown Hospital over \$1.3 million in claims since 2002 alone. As a result, Doylestown was well aware of Health Partners and the HEALTH PARTNERS Marks when it recently selected its confusingly similar "Doylestown Health Partners" name/mark.

30. More importantly, as a result of Health Partners' members current and historical use of Doylestown Hospital, consumers in the Five-County Area are already inclined to believe that there is an affiliation, association, or sponsorship between Health Partners and Doylestown.

31. Specifically, the hospitals and/or hospital networks that are members of Health Partners regularly advertise their affiliation/association with Health Partners to the

relevant consuming public such that consumers are accustomed to seeing the Health Partners Marks used in association with the name of a hospital and/or network of hospital. *See, e.g.*, http://www.templehealth.org/content/news.htm?view=34&inCtx5news_id=1006&inCtx4pg=0&news=2 (“Temple University Health System, Temple University and Health Partners Plans teamed up to sponsor a very special day for a group of Philadelphia seniors”); <http://www.reuters.com/article/2015/01/20/pa-health-partners-plans-idUSnBw206085a+100+BSW20150120> (“Health Partner Plans and University of Pennsylvania Health System Unite to Improve Health Outcomes”).

32. Doylestown affiliate Doylestown Health Foundation was formed in Pennsylvania in September 1985, and affiliate Doylestown Hospital was formed in Pennsylvania in July 1979. On July 28, 2014, Doylestown officially formed in Pennsylvania as Doylestown Health Partners, LLC. True and correct copies of Doylestown and its affiliates’ Business Entity Filing Histories, from the Pennsylvania Department of State, are attached hereto as **Exhibit “6.”**

33. On May 20, 2015, Doylestown Health Foundation filed with the U.S. Patent and Trademark Office (“USPTO”) an Intent-To-Use based Trademark Application to register the word mark “DOYLESTOWN HEALTH PARTNERS” for “healthcare services offered through a network of healthcare providers on a contract basis.” A true and correct copy of Doylestown’s USPTO record of filing for this mark are attached hereto as **Exhibit “7.”**

34. On July 23, 2015, Doylestown Health Foundation filed with the USPTO a Use-based Trademark Application to register the Logo Mark shown below for “healthcare services offered through a network of healthcare providers on a contract basis.” The application claims use of the mark at least as early as July 20, 2015. A true and correct copy of Doylestown Health Foundation’s USPTO filings for this mark are attached hereto as **Exhibit “8.”**



35. Upon information and belief, Doylestown Health Foundation has licensed, authorized, or otherwise permitted Doylestown to use the "DOYLESTOWN HEALTH PARTNERS" name and mark in connection with the advertising, promotion, offering for sale, and sale of its goods and services.

36. Health Partners first became aware of Doylestown's use and proposed use of the "DOYLESTOWN HEALTH PARTNERS" Trademark in or about June, 2015. Immediately upon learning of Doylestown and its use or proposed use of the "DOYLESTOWN HEALTH PARTNERS" name and trademark, Health Partners on June 4, 2015 sent a Cease and Desist Letter to Doylestown to notify Doylestown of its name and trademark rights in the HEALTH PARTNERS Marks, and to express concern about Doylestown's use or proposed use of a name and mark confusingly similar thereto, in Health Partners' backyard. Health Partners requested that Doylestown discontinue any and all use of "Doylestown Health Partners" as a name or brand for its services. It also requested the withdrawal of the USPTO Trademark Applications. A true and correct copy of the June 4, 2015 letter is attached hereto as **Exhibit 9.**

37. Doylestown, through its Counsel, responded to the June 4 Letter on June 18, 2015, denying any wrongdoing and refusing to change its name/mark. A true and correct copy of Doylestown's June 18, 2015 letter is attached hereto as **Exhibit 10.**

38. Health Partners, through its Counsel, responded to Doylestown's June 18 letter on July 8, 2015. Health Partners' July 8 reply highlighted the significance of Health

Partners' long-term use of the HEALTH PARTNERS Marks for its healthcare services, and the overlapping customers and geographic areas in which the HEALTH PARTNERS Marks and the "DOYLESTOWN HEALTH PARTNERS" mark are or would be used. Health Partners' July 8 letter repeated Health Partners' request that Doylestown discontinue its use of "DOYLESTOWN HEALTH PARTNERS" and abandon U.S. Trademark Applications to register the same. A true and correct copy of Health Partners' July 8 letter is attached hereto as **Exhibit "11."**

39. Following its July 8 letter, Health Partners, through its Counsel, contacted Doylestown's Counsel to propose a telephone call to discuss the issues and attempt to resolve the dispute. The parties' Counsel had a telephone conference on July 14, 2015. At the conclusion of the call, Doylestown agreed to send Health Partners' Counsel, by e-mail, additional information regarding Doylestown and its use or proposed use of the "DOYLESTOWN HEALTH PARTNERS" name and mark. Doylestown's Counsel provided additional information to Health Partners' Counsel on July 15, noting that Doylestown is a provider of healthcare physicians and Health Partners is simply a "payer."

40. Health Partners' Counsel had further telephone discussions with Doylestown's Counsel on July 28, 2015, and discussed the overlap and relatedness of the parties' services. Health Partners' Counsel sent an e-mail to Doylestown's Counsel on August 10 to further explain the overlap in services, and to repeat its request that Doylestown change its name/mark. A true and correct copy of the email chain containing Health Partners' August 10 e-mail is attached hereto as **Exhibit "12."**

41. Shortly after Health Partners' August 10 e-mail, on August 19, 2015, Doylestown Health Foundation proceeded to record "DOYLESTOWN HEALTH PARTNERS" as a Trademark with the Secretary of State of Pennsylvania. Unlike the United States Patent and

Trademark Office, the Secretary of State will register any mark so long as it is not identical to a previously registered mark without consideration for the potential likelihood for confusion. A true and correct printout from the Pennsylvania Secretary of State webpage reflecting that a trademark application was filed is attached hereto as **Exhibit “13.”**

42. On September 8, Doylestown responded by e-mail to Health Partners' August 10 e-mail with a refusal to make any changes to its name. Doylestown did not mention the Pennsylvania State Trademark Application filing. *See Exhibit 12.*

43. On or about September 9, 2015, Doylestown announced that it contracted with Humana, a decidedly "for profit" corporation, to offer Medicare Advantage members in Bucks and Montgomery counties a new model for health care called Accountable Care, competing for precisely the same potential members as Health Partners. A true and correct copy of the News Report announcing Doylestown's partnership with Humana is attached hereto as **Exhibit “14.”**

44. Despite the Parties having been engaging in negotiations and/or discussions regarding Doylestown's proposed/planned/intended use of the "DOYLESTOWN HEALTH PARTNERS" name/mark since June 11, 2015, Doylestown never informed Health Partners of its intention to offer insurance and health maintenance organization services utilizing the "DOYLESTOWN HEALTH PARTNERS" mark.

45. Upon information and belief, Doylestown intends to, or has otherwise authorized or granted permission for Humana to, use the "DOYLESTOWN HEALTH PARTNERS" Mark as an identification of source and origin for healthcare and health insurance goods and services to be offered to Medicare and/or Medicaid recipients in the Commonwealth

of Pennsylvania and more specifically within the Five-County Area in which the Health Partners Marks have acquired secondary meaning/distinctiveness.

46. Doylestown continues to use, with knowledge of Health Partners and without Health Partners' authorization, the name and mark "DOYLESTOWN HEALTH PARTNERS" for its healthcare resources and services.

47. Upon information and belief, Doylestown's use of a mark in connection with goods and services that are closely related, if not identical to, the goods and services for which the Health Partners Marks have acquired secondary meaning/distinctiveness is likely to cause confusion among the relevant consuming public as to an affiliation, association, or sponsorship between Plaintiff and Defendant.

48. Such confusion is likely to manifest itself, at the very least, among Medicare and Medicaid recipients who, when confronted with the health insurance options during the Affordable Care Act open enrollment period (which begins on October 15, 2015), will intend to select Health Partners for its thirty-year reputation for excellence, well-deserved recognition as the leading Medicaid plan provider in the Commonwealth, and its Commonwealth leading customer satisfaction but will instead mistakenly select Doylestown, a new player in this market, because of confusion as to affiliation, association or sponsorship.

COUNT I

FEDERAL UNFAIR COMPETITION AND FALSE DESIGNATION OF ORIGIN

49. Health Partners incorporates the preceding paragraphs as though set forth herein.

50. Doylestown has used in commerce trademarks that are identical and/or confusingly similar to the HEALTH PARTNERS Marks in connection with the rendering, sale,

offering for sale, distribution and/or advertising of services and such uses are likely to cause confusion or to cause mistake or to deceive.

51. The aforesaid acts of Doylestown are likely to cause confusion, or to cause mistake, or to deceive as to the affiliation, sponsorship, or association of Health Partners or Health Partners' services or commercial activities with goods, services, or commercial activities that are not Health Partners', or as to the origin, sponsorship, or approval by Health Partners of Doylestown's goods, services, or commercial activities.

52. The aforesaid acts of Doylestown constitute false designation of origin and false and misleading descriptions and representations in violation of Section 43(a) of the Lanham Act, 15 U.S.C. § 1125(a).

53. The aforesaid acts of Doylestown have been intentional, willful, and in bad faith.

54. Health Partners has been and is likely to be damaged by Doylestown's conduct and unlawful acts.

55. The acts of Doylestown complained of herein have caused and, unless enjoined by this Court, are likely to cause Health Partners to suffer irreparable harm.

56. Health Partners is entitled to relief pursuant to 15 U.S.C. §§ 1116, 1117, and 1125.

PRAYER FOR RELIEF

WHEREFORE, Health Partners prays for a judgment in its favor and against Doylestown and requests the following relief:

1. That Doylestown, its officers, agents, servants, employees, affiliates, licensees, assigns, and attorneys, and all parties in active concert or participation with any of them, be temporarily, preliminarily and thereafter permanently enjoined from:

- (a) Engaging in any further acts of trademark infringement and unfair competition of Health Partners' HEALTH PARTNERS Marks described herein above, in violation of federal trademark and unfair competition laws;
- (b) Using in any way a name or mark that is identical or confusingly similar to any Health Partners Trademark, including the HEALTH PARTNERS Marks;
- (c) Any other conduct which causes or is likely to cause confusion, mistake, deception, or misunderstanding as to the source, affiliation, connection or association of the HEALTH PARTNERS Marks or other Health Partners trademarks.

2. That an accounting and judgment be rendered against Doylestown awarding:

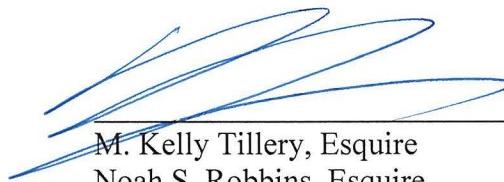
- (a) All profits received from the rendering of services in connection with or advertised in any manner by the use of the HEALTH PARTNERS Marks or designations confusingly similar thereto, either directly or indirectly or by implications or representations of affiliation or relationship with Health Partners;
- (b) Damages to be proven at trial for willful trademark infringement, unfair competition and false designation of the origin of services, and that such damages, where appropriate, be trebled;
- (c) Health Partners their attorneys' fees and costs; and

(d) Health Partners such other and further relief as the Court deems just and proper.

3. That Doylestown be ordered to surrender for destruction any and all print or electronic emblems, signs, invoices, labels, packaging, prints, articles, and promotional and advertising materials of any kind in its possession or under its control bearing the HEALTH PARTNERS Marks or designations confusingly similar thereto;

4. That Health Partners be awarded such other and further relief as this Court may deem just and equitable under the circumstances.

Respectfully submitted,



M. Kelly Tillary, Esquire
Noah S. Robbins, Esquire
PEPPER HAMILTON LLP
3000 Two Logan Square
Eighteenth & Arch Streets
Philadelphia, PA 19103-2799
(215) 981-4401

Attorneys for Plaintiff,
Health Partners Plans, Inc.

Dated: October 9, 2015

EXHIBIT 1

For Individuals & Families | For Employers | For Agents & Brokers | For Providers



Investor Relations Customer Support Español Search

Individuals & Families

Medicare

Insurance Through Your Employer

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1 2 3 //

⚠ Humana and Aetna have announced an agreement to combine the two companies. Read the news release. ↗

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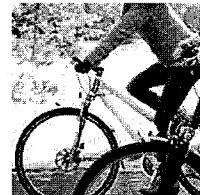


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For medical insurance products and services – Humana Medical Plan, Inc.; Humana Health Insurance Company of Florida, Inc. and Humana Insurance Company – and for non-medical insurance products and services – Humana Insurance Company; HumanaDental Insurance Company; Humana Health Insurance Company of Florida, Inc.; CompBenefits Insurance Company; CompBenefits Company and Kanawha Insurance Company – are the legal entities that offer, underwrite, administer or insure insurance products and services for Florida residents or Florida-sitused groups and members of those groups for purposes of insurance law. For states other than Florida, please click here to view a complete list, by product line, of the legal entities that offer, underwrite, administer or insure insurance products and services. Our health benefit plans have exclusions and limitations and terms under which the coverage may be continued in force or discontinued. For costs and complete details of the coverage, call or write your Humana insurance agent.

Receive most medications 10 to 14 days after you place your Humana Pharmacy order and in 5 to 7 days for a refill. Call 1-800-379-0092 if your medications do not arrive within these timeframes.

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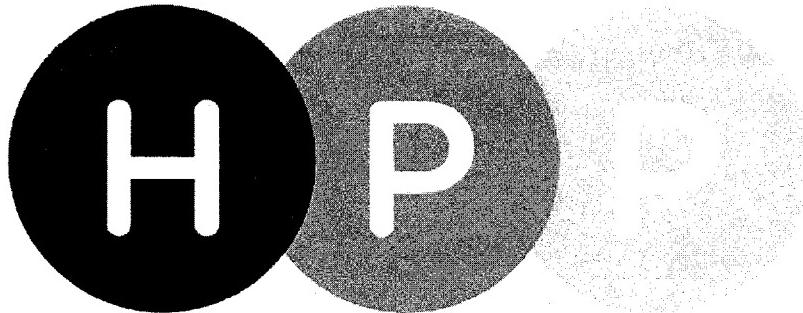
Last Updated: 01/23/2015

GHA0A3BHH 01/15

EXHIBIT 2

United States of America

United States Patent and Trademark Office



Reg. No. 4,638,813

HEALTH PARTNERS PLANS, INC. (PENNSYLVANIA CORPORATION)
901 MARKET STREET
SUITE 500
PHILADELPHIA, PA 19107

Registered Nov. 18, 2014

Int. Cl.: 44

FOR: HEALTH CARE SERVICES IN THE NATURE OF HEALTH MAINTENANCE ORGANIZATIONS, IN CLASS 44 (U.S. CLS. 100 AND 101).

SERVICE MARK

FIRST USE 5-1-2013; IN COMMERCE 8-18-2013.

PRINCIPAL REGISTER

THE MARK CONSISTS OF THREE SOLID CIRCLES APPEARING IN A HORIZONTAL LINE WHERE THE RIGHT EDGE OF THE LEFT CIRCLE OVERLAPS THE LEFT EDGE OF THE MIDDLE CIRCLE AND THE RIGHT EDGE OF THE MIDDLE CIRCLE OVERLAPS THE LEFT EDGE OF THE RIGHT CIRCLE. THE LETTER "H" APPEARS IN THE CENTER OF THE LEFT CIRCLE, THE LETTER "P" APPEARS IN THE CENTER OF THE MIDDLE CIRCLE, AND THE LETTER "I" APPEARS IN THE CENTER OF THE RIGHT CIRCLE.

SER. NO. 76-716,111, FILED 3-31-2014.

TIMOTIIY O. SCIIMPF, EXAMINING ATTORNEY



Michelle K. Lee

Deputy Director of the United States
Patent and Trademark Office

**REQUIREMENTS TO MAINTAIN YOUR FEDERAL
TRADEMARK REGISTRATION**

**WARNING: YOUR REGISTRATION WILL BE CANCELLED IF YOU DO NOT FILE THE
DOCUMENTS BELOW DURING THE SPECIFIED TIME PERIODS.**

Requirements in the First Ten Years*

What and When to File:

First Filing Deadline: You must file a Declaration of Use (or Excusable Nonuse) between the 5th and 6th years after the registration date. *See 15 U.S.C. §§1058, 1141k.* If the declaration is accepted, the registration will continue in force for the remainder of the ten-year period, calculated from the registration date, unless cancelled by an order of the Commissioner for Trademarks or a federal court.

Second Filing Deadline: You must file a Declaration of Use (or Excusable Nonuse) and an Application for Renewal between the 9th and 10th years after the registration date.* *See 15 U.S.C. §1059.*

Requirements in Successive Ten-Year Periods*

What and When to File:

You must file a Declaration of Use (or Excusable Nonuse) and an Application for Renewal between every 9th and 10th-year period, calculated from the registration date.*

Grace Period Filings*

The above documents will be accepted as timely if filed within six months after the deadlines listed above with the payment of an additional fee.

**The United States Patent and Trademark Office (USPTO) will NOT send you any future notice or
reminder of these filing requirements.**

***ATTENTION MADRID PROTOCOL REGISTRANTS:** The holder of an international registration with an extension of protection to the United States under the Madrid Protocol must timely file the Declarations of Use (or Excusable Nonuse) referenced above directly with the USPTO. The time periods for filing are based on the U.S. registration date (not the international registration date). The deadlines and grace periods for the Declarations of Use (or Excusable Nonuse) are identical to those for nationally issued registrations. *See 15 U.S.C. §§1058, 1141k.* However, owners of international registrations do not file renewal applications at the USPTO. Instead, the holder must file a renewal of the underlying international registration at the International Bureau of the World Intellectual Property Organization, under Article 7 of the Madrid Protocol, before the expiration of each ten-year term of protection, calculated from the date of the international registration. *See 15 U.S.C. §1141j.* For more information and renewal forms for the international registration, see <http://www.wipo.int/madrid/en/>.

NOTE: Fees and requirements for maintaining registrations are subject to change. Please check the USPTO website for further information. With the exception of renewal applications for registered extensions of protection, you can file the registration maintenance documents referenced above online at <http://www.uspto.gov>.

United States of America
United States Patent and Trademark Office

HPP

Reg. No. 4,630,259

HEALTH PARTNERS PLANS, INC. (PENNSYLVANIA CORPORATION)
901 MARKET STREET, SUITE 500
PHILADELPHIA, PA 19107

Registered Nov. 4, 2014

Int. Cl.: 44 FOR: HEALTH CARE SERVICES IN THE NATURE OF HEALTH MAINTENANCE ORGANIZATIONS, IN CLASS 44 (U.S. CLS. 100 AND 101).

SERVICE MARK

FIRST USE 5-1-2013; IN COMMERCE 8-18-2013.

PRINCIPAL REGISTER

THE MARK CONSISTS OF STANDARD CHARACTERS WITHOUT CLAIM TO ANY PARTICULAR FONT, STYLE, SIZE, OR COLOR.

SER. NO. 76-716,113, FILED 3-31-2014.

TIMOTHY O. SCHIMPF, EXAMINING ATTORNEY



Michelle K. Lee

Deputy Director of the United States
Patent and Trademark Office

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Requirements in the First Ten Years*

What and When to File:

First Filing Deadline: You must file a Declaration of Use (or Excusable Nonuse) between the 5th and 6th years after the registration date. See 15 U.S.C. §§1058, 1141k. If the declaration is accepted, the registration will continue in force for the remainder of the ten-year period, calculated from the registration date, unless cancelled by an order of the Commissioner for Trademarks or a federal court.

Second Filing Deadline: You must file a Declaration of Use (or Excusable Nonuse) and an Application for Renewal between the 9th and 10th years after the registration date.* See 15 U.S.C. §1059.

Requirements in Successive Ten-Year Periods*

What and When to File:

You must file a Declaration of Use (or Excusable Nonuse) and an Application for Renewal between every 9th and 10th-year period, calculated from the registration date.*

Grace Period Filings*

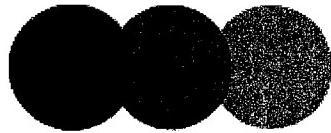
The above documents will be accepted as timely if filed within six months after the deadlines listed above with the payment of an additional fee.

**The United States Patent and Trademark Office (USPTO) will NOT send you any future notice or
reminder of these filing requirements.**

***ATTENTION MADRID PROTOCOL REGISTRANTS:** The holder of an international registration with an extension of protection to the United States under the Madrid Protocol must timely file the Declarations of Use (or Excusable Nonuse) referenced above directly with the USPTO. The time periods for filing are based on the U.S. registration date (not the international registration date). The deadlines and grace periods for the Declarations of Use (or Excusable Nonuse) are identical to those for nationally issued registrations. See 15 U.S.C. §§1058, 1141k. However, owners of international registrations do not file renewal applications at the USPTO. Instead, the holder must file a renewal of the underlying international registration at the International Bureau of the World Intellectual Property Organization, under Article 7 of the Madrid Protocol, before the expiration of each ten-year term of protection, calculated from the date of the international registration. See 15 U.S.C. §1141j. For more information and renewal forms for the international registration, see <http://www.wipo.int/madrid/en/>.

NOTE: Fees and requirements for maintaining registrations are subject to change. Please check the USPTO website for further information. With the exception of renewal applications for registered extensions of protection, you can file the registration maintenance documents referenced above online at <http://www.uspto.gov>.

10-2-2014
U.S. Patent & Trademark Reg. No. 22



Health Partners Foundation

TRADEMARK



76716989

TRADEMARK APPLICATION:

76716989

SERIAL NO.

U.S. DEPARTMENT OF COMMERCE

PATENT AND TRADEMARK OFFICE

FEE SHEET

10/02/2014 SWILSON1 00000012 76716989

01 FC:6001

375.00 OP



Health Partners Plans

September 29, 2014

Commissioner for Trademarks
United States Patent & Trademark Office
P. O. Box 1451
Alexandria, VA 22313-1451

Dear Commissioner:

Enclosed is an application for the registration of the special form stacked drawing mark, Health Partners Foundation. Also enclosed is a check in the amount of \$375.00 for the application fee, and a self-addressed stamped postcard for confirmation and return of the assigned serial number. Thank you.

Very truly yours,

J. Christine Lewis
J. Christine Lewis, Paralegal

Enclosures

-To the Commissioner for Trademarks-
<APPLICANT INFORMATION>

<Name> **Health Partners Plans**
<Street> **901 Market Street, Suite 500**

<City> **Philadelphia**

<State> **PA**

<Country> **USA**

<Zip/Postal Code> **19107**

<Telephone Number> **(215) 991-4051**

<Fax Number> **(215) 991-4105**

<e-mail Address> **jbaker@hpplans.com**

<APPLICANT ENTITY INFORMATION> -Select only ONE-

<Individual: Country of Citizenship> N/A

<Corporation: State/Country of Incorporation> **Pennsylvania**

<Partnership: State/Country under which Organized> N/A

<Name(s) of General Partner(s) & Citizenship/Incorporation> N/A

<Other Entity Type: Specific Nature of Entity> N/A

<State/Country under which Organized> N/A

<TRADEMARK/SERVICE MARK INFORMATION>

<Mark> **Health Partners Foundation**

The mark may be registered in standard character format or in special form. Applicant must specify whether registration is sought for the mark in standard character format or in a special form by entering "YES" in the appropriate space below.

<Standard Character Format> The mark is presented in standard character format without claim to any particular font style, size or color.

Enter YES, if appropriate

<Special Form Drawing> Enter YES, if appropriate - YES

ATTACH a separate piece of paper that displays the mark you want to register (a "drawing" page), even if the mark is simply a word or words. Display only the exact mark you want to register on the additional piece of paper. Do not display advertising material or other matter that is not part of the mark. Please see additional HELP instructions.

<BASIS FOR FILING AND GOODS/SERVICES INFORMATION>

<Use in Commerce Section 1(a)> -*Applicant is using or is using through a related company the mark in commerce on or in connection with the below-identified goods and/or services (15 U.S.C. § 1051(a)). --*

<International Class Number(s)> **036**

<Listing of Goods and/or Services> - *List in ascending numerical class order. Please see sample in HELP instructions.* **Charitable fund raising.**

<Date of First Use Anywhere> **09/01/13**

<Date of First Use in Commerce> **09/01/13**

-*Submit one (1) SPECIMEN for each international class showing the mark as used in commerce-*

Specimens of the mark are attached.

<Intent to Use: Section 1(b)> --*Applicant has a bona fide intention to use or use through a related company the mark in commerce on or in connection with the below identified goods and/or services (15 U.S.C. § 1051(b)). --*

<International Class Number(s)>

<Listing of Goods and/or Services> -- *List in ascending numerical class order. Please see samples in HELP instructions.* --

<Foreign Priority: Section 44(d)> -- *Applicant has a bona fide intention to use the mark in commerce on or in connection with the below-identified goods and/or services, and asserts a claim of priority based upon a foreign application in accordance with 15 U.S. C. § 1126 (d) --*

<International Class Number(s)>

<Listing of Goods and/or Services> -- *List in ascending numerical class order. Please see sample in HELP instructions.* --

<Country of Foreign Filing>

<Foreign Application Number>

<Date of Foreign Filing>

<Foreign Registration: Section 44(e)> -- *Applicant has a bona fide intention to use the mark in commerce on or in connection with the below-identified goods and/or services based on registration of the mark in applicant's country of origin --*

<International Class Number(s)>

<Listing of Goods and/or Services> - *List in ascending numerical class order. Please see sample in HELP instructions.* --

<Country of Foreign Registration>

<Foreign Registration Number>

<Foreign Registration Date>

<Foreign Registration Renewal Date>

<Foreign Registration Expiration Date>

--*Submit foreign registration certificate or a certified copy of the foreign registration, in accordance with 15 U.S.C. § 1126(e) --*

<FEE INFORMATION>

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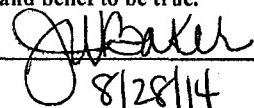
-<Total Filing Fee Paid> \$375.00

<SIGNATURE INFORMATION>

~Applicant requests registration of the above-identified mark in the United States Patent and Trademark Office on the Principal Register established by Act of July 5, 1946 (15 U.S.C. § 1051 et seq.) for the above-identified goods and/or services.

The undersigned, being hereby warned that willful false statements and the like so made are punishable by fine or imprisonment, or both, under 18 U.S.C. § 1001, and that such willful false statement may jeopardize the validity of the application or any resulting registration, declares that he/she is properly authorized to execute this application on behalf of the applicant; he/she believes the applicant to be the owner of the trademark/service mark sought to be registered, or, if the application is being filed under 15 U.S.C. § 1051 (b), he/she believes applicant to be entitled to use such mark in commerce; to the best of his/her knowledge and belief no other person, firm, corporation, or association has the right to use the mark in commerce, either in the identical form thereof or in such near resemblance thereto as to be likely, when used on or in connection with the goods/services of such other person, to cause confusion, or to cause mistake, or to deceive; and that all statements made of his/her own knowledge are true; and that all statements made on information and belief to be true.

~Signature~



<Date>

8/28/14

<Name> Johnna W. Baker, Esquire

<Title> General Counsel, VP Legal and Risk Management

<CONTACT INFORMATION>

<Name> Johnna W. Baker, Esquire

<Company/Firm Name> Health Partners Plans

<Street> 901 Market Street, Suite 500

<City> Philadelphia

<State> Pennsylvania

<Country> USA

<Zip/Postal Code> 19107

<Telephone Number> (215) 991-4051

<Fax Number> (215) 991-4105

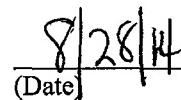
<e-Mail Address> jbaker@hpplans.com

The undersigned, being hereby warned that willful false statements and the like so made are punishable by fine or imprisonment, or both, under 18 U.S.C. § 1001, and that such willful false statements may jeopardize the validity of the application or any resulting registration, declares that I am properly authorized to execute this application on behalf of the applicant; I believe the applicant to be the owner of the trademark/service mark sought to be registered, that the mark is in use in commerce and was in use in commerce on or in connection with the goods or services listed in the application as of the application filing date; that to the best of my knowledge and belief no other person, firm, corporation, or association has the right use the mark in commerce, either in the identical form thereof or in such near resemblance thereto as to be likely, when used on or in connection with the goods/services of such other person, to cause confusion, or to cause mistake, or to deceive; that the substitute specimen was in use in commerce at least as early as the filing date of the application and that all statements made of my own knowledge are true and all statements made on information and belief are believed to be true.



(Signature)

Johnna W. Baker, Esquire
General Counsel, Vice President
Legal and Risk Management



(Date)

HEALTH PARTNERS
FOUNDATION

APPLICANT'S NAME: Health Partners Plans

CORRESPONDENCE ADDRESS: 901 Market Street, Suite 500,
Philadelphia, PA 19107

GOODS AND SERVICES: 036 – charitable fund raising.

DATE OF FIRST USE: 09/01/13

DATE OF FIRST USE IN COMMERCE: 09/01/13

TRADEMARK: Health Partners Foundation

MARK DRAWING: ATTACHED

COLOR CLAIM AND LOCATION STATEMENT: The following colors appear above the name and are claimed as features of the mark and appear as follows:

Colors

29.04.05 – 2 purple circles
29.05.06 – 1 green circle

SPECIMEN OF USE: Attached



10-2-2014

U.S. Patent & TMO/c/TM Mail Rcpt Dt. #22

HEALTH PARTNERS FOUNDATION

TRADEMARK



76716988

TRADEMARK APPLICATION:

76716988

SERIAL NO. _____

U.S. DEPARTMENT OF COMMERCE

PATENT AND TRADEMARK OFFICE

FEE SHEET

10/02/2014 SWILSON1 00000011 76716988

01 FC:6001

375.00 OP



Health Partners Plans

September 29, 2014

Commissioner for Trademarks
United States Patent & Trademark Office
P. O. Box 1451
Alexandria, VA 22313-1451

Dear Commissioner:

Enclosed is an application for the registration of the standard character format mark, Health Partners Foundation. Also enclosed is a check in the amount of \$375.00 for the application fee, and a self-addressed stamped postcard for confirmation and return of the assigned serial number. Thank you.

Very truly yours,

J. Christine Lewis
J. Christine Lewis, Paralegal

Enclosures

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<APPLICANT INFORMATION>

<Name> **Health Partners Plans**
<Street> **901 Market Street, Suite 500**

<City> **Philadelphia**

<State> **PA**

<Country> **USA**

<Zip/Postal Code> **19107**

<Telephone Number> **(215) 991-4051**

<Fax Number> **(215) 991-4105**

<e-mail Address> **jbaker@hpplans.com**

<APPLICANT ENTITY INFORMATION> -Select only ONE-

<Individual: Country of Citizenship> N/A

<Corporation: State/Country of Incorporation> **Pennsylvania**

<Partnership: State/Country under which Organized> N/A

<Name(s) of General Partner(s) & Citizenship/Incorporation> N/A

<Other Entity Type: Specific Nature of Entity> N/A

<State/Country under which Organized> N/A

<TRADEMARK/SERVICE MARK INFORMATION>

<Mark> **Health Partners Foundation**

The mark may be registered in standard character format or in special form. Applicant must specify whether registration is sought for the mark in standard character format or in a special form by entering "YES" in the appropriate space below.

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Enter YES, if appropriate - Yes

<Special Form Drawing> Enter YES, if appropriate -

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<BASIS FOR FILING AND GOODS/SERVICES INFORMATION>

<Use in Commerce Section 1(a)> -*Applicant is using or is using through a related company the mark in commerce on or in connection with the below-identified goods and/or services (15 U.S.C. § 1051(a)).* --

<International Class Number(s)> 036

<Listing of Goods and/or Services> - *List in ascending numerical class order. Please see sample in HELP instructions.* -- **Charitable fund raising.**

<Date of First Use Anywhere> 09/01/13

<Date of First Use in Commerce> 09/01/13

-*Submit one (1) SPECIMEN for each international class showing the mark as used in commerce.*
Specimens of the mark are attached.

<Intent to Use: Section 1(b)> --*Applicant has a bona fide intention to use or use through a related company the mark in commerce on or in connection with the below identified goods and/or services (15 U.S.C. § 1051(b)).* --

<International Class Number(s)>

<Listing of Goods and/or Services> -- *List in ascending numerical class order. Please see samples in HELP instructions.* --

<Foreign Priority: Section 44(d)> --*Applicant has a bona fide intention to use the mark in commerce on or in connection with the below-identified goods and/or services, and asserts a claim of priority based upon a foreign application in accordance with 15 U.S. C. § 1126 (d)* --

<International Class Number(s)>

<Listing of Goods and/or Services> -- *List in ascending numerical class order. Please see sample in HELP instructions.* --

<Country of Foreign Filing>

<Foreign Application Number>

<Date of Foreign Filing>

<Foreign Registration: Section 44(e)> --*Applicant has a bona fide intention to use the mark in commerce on or in connection with the below-identified goods and/or services based on registration of the mark in applicant's country of origin* --

<International Class Number(s)>

<Listing of Goods and/or Services> - *List in ascending numerical class order. Please see sample in HELP instructions.* --

<Country of Foreign Registration>

<Foreign Registration Number>

<Foreign Registration Date>

<Foreign Registration Renewal Date>

<Foreign Registration Expiration Date>

--*Submit foreign registration certificate or a certified copy of the foreign registration, in accordance with 15 U.S.C. § 1126(e)* --

<FEE INFORMATION>

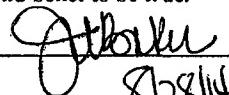
\$375.00 x <Number of Classes> 1

-<Total Filing Fee Paid> \$375.00

<SIGNATURE INFORMATION>

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<Signature> 

<Date> 8/28/14

<Name> Johnna W. Baker, Esquire

<Title> General Counsel, VP Legal and Risk Management

<CONTACT INFORMATION>

<Name> Johnna W. Baker, Esquire

<Company/Firm Name> Health Partners Plans

<Street> 901 Market Street, Suite 500

<City> Philadelphia

<State> Pennsylvania

<Country> USA

<Zip/Postal Code> 19107

<Telephone Number> (215) 991-4051

<Fax Number> (215) 991-4105

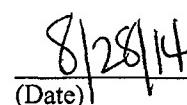
<e-Mail Address> jbaker@hpplans.com

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(Signature)

Johnna W. Baker, Esquire
General Counsel, Vice President
Legal and Risk Management



(Date)

HEALTH PARTNERS FOUNDATION

APPLICANT'S NAME: Health Partners Plans

CORRESPONDENCE ADDRESS: 901 Market Street, Suite 500,
Philadelphia, PA 19107

GOODS AND SERVICES: 036 – charitable fund raising.

DATE OF FIRST USE: 09/01/13

DATE OF FIRST USE IN COMMERCE: 09/01/13

TRADEMARK: Health Partners Foundation Standard Character Format

MARK DRAWING: ATTACHED

COLOR CLAIM AND LOCATION STATEMENT:

This mark is presented in standard character format without claim
to any particular font style, size or color.

SPECIMEN OF USE: Attached



10-2-2014

U.S. Patent & TMO/TM Reg Off. Rec'd Date: #22



Health Partners Foundation

TRADEMARK



76716987

TRADEMARK APPLICATION:

76716987

SERIAL NO.

U.S. DEPARTMENT OF COMMERCE

PATENT AND TRADEMARK OFFICE

10/02/2014 SWILSON1 00000010 76716987

01 FC:6001

375.00 DP

FEE SHEET



Health Partners Plans

September 29, 2014

Commissioner for Trademarks
United States Patent & Trademark Office
P. O. Box 1451
Alexandria, VA 22313-1451

Dear Commissioner:

Enclosed is an application for the registration of the special form drawing horizontal mark, Health Partners Foundation. Also enclosed is a check in the amount of \$375.00 for the application fee, and a self-addressed stamped postcard for confirmation and return of the assigned serial number. Thank you.

Very truly yours,

A handwritten signature in cursive script, appearing to read "J. Christine Lewis".
J. Christine Lewis, Paralegal

Enclosures

-To the Commissioner for Trademarks-
<APPLICANT INFORMATION>

<Name> **Health Partners Plans**
<Street> **901 Market Street, Suite 500**

<City> **Philadelphia**

<State> **PA**

<Country> **USA**

<Zip/Postal Code> **19107**

<Telephone Number> **(215) 991-4051**

<Fax Number> **(215) 991-4105**

<e-mail Address> **jbaker@hpplans.com**

<APPLICANT ENTITY INFORMATION> -Select only ONE-

<Individual: Country of Citizenship> **N/A**

<Corporation: State/Country of Incorporation> **Pennsylvania**

<Partnership: State/Country under which Organized> **N/A**

<Name(s) of General Partner(s) & Citizenship/Incorporation> **N/A**

<Other Entity Type: Specific Nature of Entity> **N/A**

<State/Country under which Organized> **N/A**

<TRADEMARK/SERVICE MARK INFORMATION>

<Mark> **Health Partners Foundation**

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<International Class Number(s)> 036

<Listing of Goods and/or Services> - List in ascending numerical class order. Please see sample in HELP instructions. Charitable fund raising.

<Date of First Use Anywhere> 09/01/13

<Date of First Use in Commerce> 09/01/13

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<International Class Number(s)>

<Listing of Goods and/or Services> -- List in ascending numerical class order. Please see samples in HELP instructions.--

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<International Class Number(s)>

<Listing of Goods and/or Services> -- List in ascending numerical class order. Please see sample in HELP instructions. --

<Country of Foreign Filing>

<Foreign Application Number>

<Date of Foreign Filing>

<Foreign Registration: Section 44(e)> -- Applicant has a bona fide intention to use the mark in commerce on or in connection with the below-identified goods and/or services based on registration of the mark in applicant's country of origin --

<International Class Number(s)>

<Listing of Goods and/or Services> - List in ascending numerical class order. Please see sample in HELP instructions.--

<Country of Foreign Registration>

<Foreign Registration Number>

<Foreign Registration Date>

<Foreign Registration Renewal Date>

<Foreign Registration Expiration Date>

--Submit foreign registration certificate or a certified copy of the foreign registration, in accordance with 15 U.S.C. § 1126(e) --

<FEE INFORMATION>

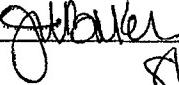
\$375.00 x <Number of Classes> 1

-<Total Filing Fee Paid> \$375.00

<SIGNATURE INFORMATION>

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<Signature> 

<Date> 8/28/14

<Name> Johnna W. Baker, Esquire

<Title> General Counsel, VP Legal and Risk Management

<CONTACT INFORMATION>

<Name> Johnna W. Baker, Esquire

<Company/Firm Name> Health Partners Plans

<Street> 901 Market Street, Suite 500

<City> Philadelphia

<State> Pennsylvania

<Country> USA

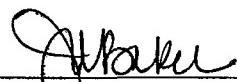
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<Telephone Number> (215) 991-4051

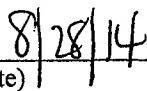
<Fax Number> (215) 991-4105

<e-Mail Address> jbaker@hpplans.com

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(Signature)

Johnna W. Baker, Esquire
General Counsel, Vice President
Legal and Risk Management


(Date)

APPLICANT'S NAME: Health Partners Plans

CORRESPONDENCE ADDRESS: 901 Market Street, Suite 500,
Philadelphia, PA 19107

GOODS AND SERVICES: 036 - charitable fund raising.

DATE OF FIRST USE: 09/01/13

DATE OF FIRST USE IN COMMERCE: 09/01/13

TRADEMARK: Health Partners Foundation

MARK DRAWING: ATTACHED

COLOR CLAIM AND LOCATION STATEMENT: The following colors appear above the name and are claimed as features of the mark and appear as follows:

Colors

29.04.05 - 2 purple circles
29.05.06 - 1 green circle

SPECIMEN OF USE: Attached

EXHIBIT 3



Health Partners Plans

Foundation Donors

We thank our donors, whose generous support helps our Foundation make a difference.

Individual Donors

Lori Choai
Jonathan Dame
Edward and Kathleen Devlin
Barry Freedman
James Kennedy
David Pressel
Joseph Winalski
More than 370 Health Partners Plans employees

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Charwell Investment Partners
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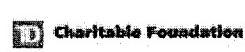
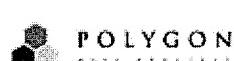
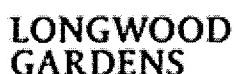
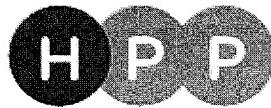


EXHIBIT 4



Health Partners Plans

Community Events

We love to spread the word about good health.

Join us at community events featuring fun and informative activities, such as fitness demonstrations, face painting, entertainment and more!

We look forward to seeing you at the following events:

Saturday, July 11

Hispanic Fiesta

Penn's Landing
100 South Columbus Blvd.
Philadelphia, PA 19106
2:00 p.m – 5:00 p.m

Community Fun Festival

4300 Germantown Avenue
Philadelphia, PA 19140
11:00 a.m – 2:00 p.m

Sunday, July 12

Hispanic Fiesta

Penn's Landing
100 South Columbus Blvd.
Philadelphia, PA 19106
2:00 p.m – 5:00 p.m

Friday, July 17

East of Broad Senior Network – 3rd Annual Senior Expo
John F. Street Center
1100 Poplar Street

Saturday, July 25

Fun Fit Day with HPP
Abington YMCA
1073 Old York Road
Abington, PA 19001
10:00 a.m – noon

Friends of Laura Sime Skate house Health and Resource Fair
210 S. 63rd Street
Philadelphia, PA 19139
10:00 a.m – 3:00 p.m

The Greater Life Christian Center Community Health Fair
617 N. 41st Street
Philadelphia, PA 19104
11:00 a.m – 4:00 p.m

HACE's Eight Annual Fiesta Caribena
Fairhill Square Park
Lehigh Ave and 4th Street
Philadelphia, PA 19133
12:00 p.m – 5:00 p.m

Saturday, August 1

Fun Fit Day with HPP
Roxborough YMCA

Philadelphia, PA 19123
2:00 p.m – 5:00 p.m

Saturday, July 18

Chester Business Association Street Festival

Welsh and Avenue of the States
Chester, PA 19013
11:00 a.m – 5:00 p.m

Let's Love Logan Day

5400 – 5498 Old York Road
Philadelphia, PA 19141
10:00 a.m – 4:00 p.m

197th District Health Fair Fairhill Park

4th and Lehigh Avenue
Philadelphia, PA 19133
12:00 p.m – 3:00 p.m

Gaudenzia Outreach Community BBQ

39 E. Schoolhouse Lane
Philadelphia, PA 19144
11:00 a.m – 5:00 p.m

7201 Ridge Avenue
Philadelphia, PA 19128
10:00 a.m – noon

Saturday, August 8

Fun Fit Day with HPP
Christian Street YMCA
1724 Christian Street
Philadelphia, PA 19146
10:00 a.m – noon

Saturday, August 15

Fun Fit Day with HPP
Columbia North YMCA
1400 N. Broad Street
Philadelphia PA, 19121
10:00 a.m – noon

Saturday, August 22

Fun Fit Day with HPP
West Philadelphia YMCA
5120 Chestnut Street
Philadelphia, PA 19139
10:00 a.m – noon

For more information, call 215-967-4514.

EXHIBIT 5



Health Partners Plans

Health Partners Foundation

To help meet the needs of our communities we sponsor and support local organizations that are making a positive difference in the neighborhoods where our members live.

Several Foundation programs increase the odds of success for local students.

The Foundation is funded by Health Partners Plans employees with the help of the generous support of business and individual donors.

[Find out how you can support the Foundation](#)

Here's how we inspire positive change in our community:

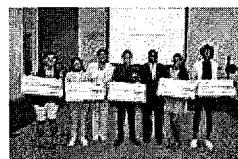
Making a Difference Awards



Each October, HPF honors local outstanding individuals and organizations that are working hard to make a difference in their communities. The 2014 event featured WDAS' Patty Jackson as emcee, and honorees from My Daughter's Kitchen, The One Less Foundation and Musa Konneth, a senior at Jules E. Mastbaum Area Vocational Technical School.

[View photos of past MAD awardees](#)

Make Dreams Reality scholarships



High achieving students with a financial need from our partner schools are eligible for our Make Dreams Reality scholarship to help pay for books and other educational expenses.

[See whose dreams we made real](#)

Be There! Perfect Attendance



Daily attendance at school is an important step toward academic and life success. Our *Be There!* program awards certificates and other honors to high school



students who maintain perfect attendance for at least one grading period in our partner schools.

[View photos of Perfect Attendance awardees](#)

Healthy Advances



Inspiring science careers among urban youth, our Healthy Advances award recognizes a student in grades 4-6 for the best health-related science project at the George Washington Carver Science Fair. Monetary awards go to the winning student and his or her school.

[View photo of Healthy Advances awardee](#)

Health Tech Award



Encouraging students to explore connections between health and technology, the Health Tech award recognizes a student in grades 7-12 for the best project at the George Washington Carver Science Fair that shows how technology can help address health issues. The winner receives \$200 and an HPF certificate.

[View photo of Health Tech awardee](#)

Thanksgiving food baskets



We want holidays to be special. That's why HPF helps those who might otherwise not have a Thanksgiving meal by supporting food baskets donated by Health Partners Plans employees and generous vendors. We also provide small donations to organizations that provide food to others during this season.

[Watch video of turkey basket donations](#)

[View turkey donation photos](#)

Holiday gifts



To spread holiday cheer, HPF gives gifts to children. The Foundation also offers financial support to other organizations providing holiday gifts.

Summer heat emergency relief



HPF provides fans to shut-ins, children with special needs and others who require relief from the summer heat.

[See how we help local residents keep cool](#)

Supporting Committed Organizations

The Foundation provides small donations to organizations and programs who reach underserved communities in our targeted service areas. Organizations that have benefited from our support include: The African-American Children's Book Fair, Teen Shop, Evoluer House, Rubye's Kids, Philadelphia Citizens for Children and Youth (PCCY), Philadelphia Academies and many more.

For more details on the Foundation view the [HPF brochure](#)

[Health Partners Foundation 2013-2014 Annual Report](#)

Like Health Partners Foundation on Facebook



EXHIBIT 6



Corporations

[Online Services](#) | [Corporations](#) | [Forms](#) | [Contact Corporations](#) | [Business Services](#)

Search
By Business Name
By Business Entity ID
Verify
Verify Certification
Online Orders
Register for Online
Orders
Order Subsistence Certificate
Order Certified Documents
Order Business List
My Images
Search for Images

Business Entity Filing History

Date: 6/15/2015 [\(Select the link above to view the Business Entity's Filing History\)](#)

Business Name History

Name	Name Type
Doylestown Health Partners, LLC	Current Name

Limited Liability Company - Domestic - Information

Entity Number:	4285527
Status:	Active
Entity Creation Date:	7/28/2014
State of Business.:	PA
Registered Office Address:	595 West State St. Doylestown PA 18901 Bucks
Mailing Address:	No Address

Corporations	Search Business Entities (corpsearch.aspx)										
Search UCC Transactions (uccsearch.aspx)	Forms										
Contact Corporations (http://www.dos.pa.gov/BusinessCharities/Pages/default.aspx)											
Register (./Account/Register_account) Login (./Account/ValidateUser)											
Search entity / Select entity / Order documents											
<h2>Order Business Documents</h2>											
Date: 10/09/2015											
<h3>Business Name History</h3>											
Name	Name Type										
DOYLESTOWN HOSPITAL	Current Name										
VILLAGE IMPROVEMENT ASSOCIATION OF DOYLESTOWN, PENNSYLVANIA	Prior Name										
<h3>Business Entity Details</h3>											
<h4>Officers</h4>											
Name	DOYLESTOWN HOSPITAL										
Entity Number	690888										
Entity Type	Non-Profit (Non Stock)										
Status	Active										
Citizenship	Domestic										
<h4>Entity Creation Date</h4>											
Effective Date	07/30/1979										
State Of Inc	PA										
Address	595 W STATE STREET DOYLESTOWN PA 18901-0										
<h3>Filed Documents</h3>											
The information presented below is for your reference. To place an order you will need to log in. If you do not have a PENN File account, you may register for an account. For unavailable images please complete the form (http://www.dos.pa.gov/BusinessCharities/Business/RegistrationForms/Documents/RegForms/15-133_145_153%20Copy_Certification%20request.pdf) and submit with the required fee to process this.											
Show <input type="text" value="25"/> <input checked="" type="checkbox"/> entries	Filter Records <input type="button" value="Search"/>										
Select	Date	Document	Pages	Quantity#	Price	Plain Copy	Certified Copy	Certified Copy	Microfilm #	Microfilm #	Start

Select	Date	Document	Pages	Plain Copy Quantity#	Price	Certified Copy Quantity#	Certified Copy Price	Microfilm #	Microfilm Start
<input type="checkbox"/>	07/30/1979	Amendment 1	6	<input type="text" value="1"/>	\$3.00	<input type="text" value="0"/>	\$40.00	8	5479
<input type="checkbox"/>	02/27/1986	Division 2	18	<input type="text" value="1"/>	\$3.00	<input type="text" value="0"/>	\$40.00	9	743
<input type="checkbox"/>	05/06/1991	Annual Report 3	1	<input type="text" value="1"/>	\$3.00	<input type="text" value="0"/>	\$40.00	9	744

Showing 1 to 3 of 3 entries

Previous 1 Next

All Dates All Certified Copies 25 Quantity # \$115.00

Certified Documents

Select	Date	Document	Pages	Quantity#	Price	Line Total
<input type="checkbox"/>	10/09/2015	Subsistence Certificate	1	<input type="text" value="1"/>	\$40.00	
<input type="checkbox"/>	10/09/2015	Index and Docketing Report	1	<input type="text" value="1"/>	\$15.00	
<input type="checkbox"/>	10/09/2015	Index and Docketing Certified Report	1	<input type="text" value="1"/>	\$55.00	

Order Total :

Corporations	Search Business Entities (corpsearch.aspx)										
Search UCC Transactions (uccsearch.aspx)	Forms										
Contact Corporations (http://www.dos.pa.gov/BusinessCharities/Pages/default.aspx)											
Register (./Account/Register_account) Login (./Account/ValidateUser)											
Search entity / Select entity / Order documents											
<h2>Order Business Documents</h2>											
Date: 10/09/2015											
<h3>Business Name History</h3>											
Name	Name Type										
DOYLESTOWN HEALTH FOUNDATION	Current Name										
<h3>Business Entity Details</h3>											
<h4>Officers</h4>											
Name	DOYLESTOWN HEALTH FOUNDATION										
Entity Number	885720										
Entity Type	Non-Profit (Non Stock)										
Status	Active										
Citizenship	Domestic										
Entity Creation Date	09/27/1985										
Effective Date	09/27/1985										
State Of Inc	PA										
Address	595 WEST STATE STREET, U S ROUTES 202 AND 611 BYPASS DOYLESTOWN PA 18901-0										
<h3>Filed Documents</h3>											
The information presented below is for your reference. To place an order you will need to log in. If you do not have a PENN File account, you may register for an account. For unavailable images please complete the form (http://www.dos.pa.gov/BusinessCharities/Business/RegistrationForms/Documents/RegForms/15-133_145_153%20Copy_Certification%20request.pdf) and submit with the required fee to process this.											
Show	25	<input checked="" type="checkbox"/> entries	Filter Records	<input type="button" value=""/>							
Select	Date	Document	Pages	Quantity#	Price	Plain Copy	Certified Copy	Certified Copy	Microfilm #	Microfilm #	M Start

Select	Date	Document	Pages	Plain Copy Quantity#	Price	Certified Copy Quantity#	Price	Certified Copy Price	Microfilm #	Microfilm Start
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<input type="checkbox"/>	05/06/1991	Annual Report 2	1	<input type="text" value="1"/>	\$3.00	<input type="text" value="0"/>	\$40.00	\$40.00	19	73

Showing 1 to 2 of 2 entries

Previous 1 Next

All Dates All Certified Copies 4 Quantity # \$52.00

Certified Documents

Select	Date	Document	Pages	Quantity#	Price	Line Total
<input type="checkbox"/>	10/09/2015	Subsistence Certificate	1	<input type="text" value="1"/>	\$40.00	\$40.00
<input type="checkbox"/>	10/09/2015	Index and Docketing Report	1	<input type="text" value="1"/>	\$15.00	\$15.00
<input type="checkbox"/>	10/09/2015	Index and Docketing Certified Report	1	<input type="text" value="1"/>	\$55.00	\$55.00

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EXHIBIT 7



United States Patent and Trademark Office

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Trademarks > Trademark Electronic Search System (TESS)

TESS was last updated on Mon Jun 15 03:21:49 EDT 2015

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Logout | Please logout when you are done to release system resources allocated for you.

Record 1 out of 1

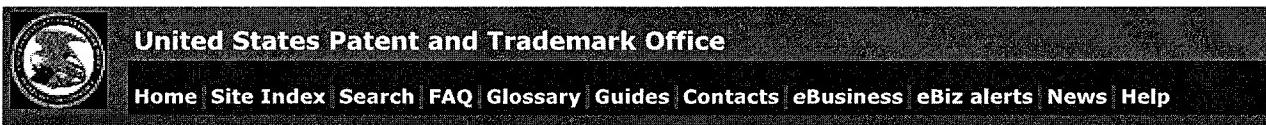
[TSDR](#) | [ASSIGN Status](#) | [TTAB Status](#) | (Use the "Back" button of the Internet Browser to return to TESS)

DOYLESTOWN HEALTH PARTNERS

Word Mark	DOYLESTOWN HEALTH PARTNERS
Goods and Services	IC 044. US 100 101. G & S: Healthcare services offered through a network of healthcare providers on a contract basis
Standard Characters Claimed	
Mark Drawing Code	(4) STANDARD CHARACTER MARK
Serial Number	86635784
Filing Date	May 20, 2015
Current Basis	1B
Original Filing Basis	1A
Owner	(APPLICANT) Doylestown Health Foundation non-profit corporation 595 West State Street Doylestown PENNSYLVANIA 18901
Attorney of Record	Holly Pekowsky
Type of Mark	SERVICE MARK
Register	PRINCIPAL
Live/Dead Indicator	LIVE

[TESS HOME](#) | [NEW USER](#) | [STRUCTURED](#) | [FREE FORM](#) | [BROWSE DICT](#) | [SEARCH LOG](#) | [TOP](#) | [HELP](#)[HOME](#) | [SITE INDEX](#) | [SEARCH](#) | [eBUSINESS](#) | [HELP](#) | [PRIVACY POLICY](#)

EXHIBIT 8



Trademarks > Trademark Electronic Search System (TESS)

TESS was last updated on Fri Oct 9 03:20:58 EDT 2015

TESS HOME **NEW USER** **STRUCTURED** **FREE FORM** **Browse Dict** **SEARCH OG** **BOTTOM** **HELP** **PREV LIST** **CURR LIST**
NEXT LIST **FIRST DOC** **PREV DOC** **NEXT DOC** **LAST DOC**

Logout Please logout when you are done to release system resources allocated for you.

Start **List At:** **OR** **Jump** to record: **Record 2 out of 2**

TSDR **ASSIGN Status** **TTAB Status** (Use the "Back" button of the Internet Browser to return to TESS)



Word Mark	DHP DOYLESTOWN HEALTH PARTNERS
Goods and Services	IC 044, US 100 101. G & S: healthcare services offered through a network of healthcare providers on a contract basis. FIRST USE: 20150720. FIRST USE IN COMMERCE: 20150720
Mark Drawing Code	(5) WORDS, LETTERS, AND/OR NUMBERS IN STYLIZED FORM
Serial Number	86702617
Filing Date	July 23, 2015
Current Basis	1A
Original Filing Basis	1A
Owner	(APPLICANT) Doylestown Health Foundation non-profit corporation PENNSYLVANIA 595 West State Street Doylestown PENNSYLVANIA 18901
Attorney of Record	Holly Pekowsky
Description of Mark	Color is not claimed as a feature of the mark. The mark consists of a stylized "DHP" with the words "DOYLESTOWN HEALTH PARTNERS" to the right of the design.
Type of Mark	SERVICE MARK
Register	PRINCIPAL
Live/Dead Indicator	LIVE

TESS HOME **NEW USER** **STRUCTURED** **FREE FORM** **Browse Dict** **SEARCH OG** **TOP** **HELP** **PREV LIST** **CURR LIST**
NEXT LIST **FIRST DOC** **PREV DOC** **NEXT DOC** **LAST DOC**

EXHIBIT 9



Health Partners Plans

June 4, 2015

CERTIFIED/RETURN RECEIPT MAIL

Doylestown Health Partners
Attn: President & CEO
595 West State Street
Doylestown, PA 18901

Dear President & CEO:

I am the General Counsel and Vice President for Health Partners Plans, a licensed HMO in Philadelphia, Pennsylvania. Health Partners Plans, also known as Health Partners, is a health maintenance organization established in the Philadelphia area in 1984. Through the years, Health Partners has filed with and received permission from the Pennsylvania Department of State to use the names Health Partners; Health Partners, Inc.; Health Partners of Philadelphia; Health Partners Plans and The Health Partners Foundation. Recently, we have become aware of your intent to use "Doylestown Health Partners" as a trademark, through an application you filed with the United States Patent and Trademark Office, and listed on May 20, 2015. Your use of Health Partners in this geographic area is a violation of Health Partners Plans common law trademark rights, common law service marks rights and trade name rights; and, this letter constitutes a request that you promptly discontinue any and all use of this name.

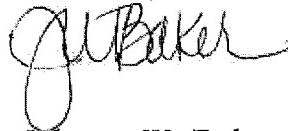
Health Partners Plans is an award winning not-for-profit health maintenance organization serving more than 210,000 members in Philadelphia, Bucks, Chester, Delaware, and Montgomery counties. Since its incorporation, the name Health Partners has been in continual use in advertising campaigns and in the community, including through its website at www.healthpartnersplans.com. In addition Health Partners has been actively involved in the community in its efforts to promote quality health care and improved health outcomes including its sponsorship of numerous annual events. As a result of these efforts, Health Partners Plans' members, and the general public, have come to recognize Health Partners Plans as an established and successful business. Your use of the name "Health Partners" in a similar business, in the same geographical area will cause confusion to the public.

Doylestown Health Partners
June 4, 2015
Page -2- of -2-

By way of this letter we are asking that you CEASE AND DESIST use of the name "Health Partners" as a product/company name. We trust that you understand our position and will agree to our request. Please contact me by telephone (215-991-4051), or in writing, by July 6, 2015, indicating that you have fully complied with this request and that you will no longer use the name "Health Partners" or any derivatives. If I do not hear from you, we will be forced to take further action to protect our name, trademarks and services marks.

Thank you for your immediate attention and cooperation in this matter. I look forward to hearing from you.

Sincerely,



Johnna W. Baker, Esq.
General Counsel and
Vice President, Legal Affairs & Risk Mgmt.

cc: William S. George - President & CEO
David E. Loder, Esq. - Duane Morris

EXHIBIT 10

**AMSTER
ROTHSTEIN
& EBENSTEIN LLP**

Intellectual Property Law

90 Park Avenue
New York NY 10016
Main 212 336 8000
Fax 212 336 8001
Web www.arelaw.com

<i>Partners</i>	<i>Founding Partners</i>	<i>Of Counsel</i>	<i>Richard P. Zemsky</i>
Daniel Ebenstein	Morton Amster, <i>of Counsel</i>	Anne Hassett	Brendan O'Dea
Philip H. Gottfried	Jesse Rothstein (1934-2003)	Associates	David P. Goldberg
Neil M. Zipkin		Patrick Boland*	Reena Jain
Anthony F. Lo Cicero		Benjamin Charkow	Adil Ahsanuddin
Kenneth P. George		Mark Berkowitz	Sandra Hudak
Ira E. Silfin		Samuel Lo	Tzvi Hirshaut
Chester Rothstein		Suzie Fujimori	
Craig J. Arnold		Jessica Capasso	
Charles R. Macedo		Brian Amos, Ph.D.	
Brian A. Comack		William M. Frank	
Max Vern		Hajime Sakai, Ph.D.	

* Not admitted in New York

June 18, 2015

Via E-mail

Kenneth P. George
Direct 212 336 8090
E-mail kgeorge@arelaw.com

Johnna W. Baker, Esq.
General Counsel and Vice President, Legal Affairs & Risk Mgmt.
Health Partners Plans
901 Market Street, Suite 500
Philadelphia, PA 19107

**Re: Doylestown Health Foundation
Health Partners Plans
Our File: 30743/6**

Dear Ms. Baker:

We are intellectual property counsel to Doylestown Health Foundation and its related entity, Doylestown Health Partners (collectively, "Doylestown"). We write in response to your June 4, 2014 letter to Doylestown objecting to our client's use of and Application to register DOYLESTOWN HEALTH PARTNERS for "healthcare services offered through a network of healthcare providers on a contract basis" based on your company, Health Partners Plans' ("HPP") purported rights in HEALTH PARTNERS for a health maintenance organization. Please address all future correspondence concerning this matter to the undersigned.

As a preliminary matter, be assured that Doylestown has a policy of respecting the legitimate trademark rights of others. However, in the instant case, we believe that HEALTH PARTNERS is highly descriptive and/or generic when used in connection with health services, and therefore, the differences between the parties' respective marks in their entirieties - *i.e.*, DOYLESTOWN HEALTH PARTNERS on the one hand, and HEALTH PARTNERS PLANS on the other, are sufficiently different to avoid confusion.

The highly descriptive/generic nature of HEALTH PARTNERS is underscored by the fact that there are numerous third parties using HEALTH PARTNERS for similar services in the same general geographic area as HPP. *See Dranoff-Perlstein Assocs. v. Sklar*, 967 F.2d 852, 858 (3d Cir. 1992) ("Frequent use of a term by sellers of similar products or services tends to indicate that the term is descriptive or generic rather than suggestive."); *Guardian Life Ins. Co. of Am. v. American Guardian Life Assur. Co.*, 943 F. Supp. 509, 523-4 (E.D. Pa. 1996) ("Evidence of third party use of similar marks on similar goods is admissible and relevant to show that the

Johnna W. Baker, Esq.

2

June 18, 2015

mark is relatively weak and entitled to a narrow scope of protection"). These uses include, for example:

1. AllSpire Health Partners, Reading, PA,
<http://www.allspirehealthpartners.org/contact-us>;
2. Health Quality Partners, Doylestown, PA, <http://hqp.org/>;
3. DelVal Integrative Health Partners, LLC, Telford, PA,
<http://www.dvihp.com/>;
4. Berkshire Health Partners, Reading, PA, <http://bhp.org/about/>;
5. Reading Health Partners, West Reading, PA,
<http://readinghealthpartners.org/>;
6. New Brunswick Health Partners, New Brunswick, NJ,
[http://www.nj.gov/humanservices/dmabs/info/New Brunswick Health Partners.pdf](http://www.nj.gov/humanservices/dmabs/info/New%20Brunswick%20Health%20Partners.pdf);
7. Summit Health Partners, Princeton, NJ,
<http://www.summithealthpartners.net/shp-new-jersey.html>;
8. St. Peter's Health Partners, Albany, NY, <http://www.sphp.com/about/our-services/catholic-health-east/>; <http://www.trinity-health.org/st-peters-health-partners-albany-ny>;
9. Trellis Health Partners, Bala Cynwyd, PA,
<http://www.trellishealth.com/contact.asp>;
10. Southern Health Partners, Chattanooga, TN,
<http://southernhelathpartners.com/pennsylvania>;
11. National Health Partners, Horsham, PA,
<http://www.nationalhealthpartners.com/>;
12. Community Health Partners for Sustainability, Philadelphia, PA,
<https://www.facebook.com/pages/Community-Health-Partners-for-Sustainability/365750826791574>;
13. Health Partners America, Birmingham, AL,
<http://healthpartnersamerica.com/>;
14. SMART Health Partners, Warren, NJ, <http://www.smarthealthnow.com/>;

Johnna W. Baker, Esq.

3

June 18, 2015

15. Health Partners in Care, Morristown, NJ,
<http://www.agagingcare.com/local/Health-Partners-in-Care-Morristown-Geriatric-Care-Managers-NJ>;
<http://www.thecarecenters.com/show/Health-Partners-In-Care-Morristown-NJ>;
16. Senior Health Partners, New York, NY, <http://www.shpny.org/>;
17. MTS Health Partners, New York, NY, <http://www.mtspartners.com/>;
18. Women's Health Partners PC, Cliffside Park, NJ,
<http://businessfinder.nj.com/womens-health-partners-pc-cliffside-partk-nj-1.html>;
19. Bon Secours Health Partners, Milford, PA, <http://www.vitals.com/group-practice/pennsylvania/pike/milford/bon-secours-health-partners/>;
20. Peace Health Partners, PC, Teaneck, NJ,
http://holynname.org/financial/physician_bills.asp;
<http://www.healthgrades.com/group-directory/nj-new-jersey/teaneck/peace-health-partners-pc-oosrwqq>; and
21. Beacon Health Partners, Westbury, NY,
<https://www.beaconhealthpartners.com/>.

The weakness of HEALTH PARTNERS is also evidenced by the fact that there are several third-party Registrations in the healthcare field which use HEALTH PARTNERS with the HEALTH PARTNERS element disclaimed. The disclaimer signifies that the term is descriptive or generic. *See T.M.E.P. § 1207.01(d)(iii)* ("third-party registrations may be relevant to show that a mark or a portion of a mark is descriptive, suggestive, or so commonly used that the public will look to other elements to distinguish the source of the goods or services. . . . used in this limited manner, third-party registrations are similar to dictionaries showing how language is generally used."); T.M.E.P. § 1213.03(a) (explaining that disclaimers are typically required for descriptive and generic words in a mark). The list of relevant Registrations include, without limitation:

1. Registration No. 4,035,805 for CATHOLIC HEALTH PARTNERS & Design for, among other things, managed care services, healthcare; home health care services; hospitals and nursing care; owned by Catholic Health Partners;

2. Registration No. 4,313,759 for CORNERSTONE HEALTH PARTNERS for, among other things, independent practice association services, namely, providing a network of physicians, health care providers, ancillary providers, and medical facilities to employers with self-funded and fully insured health plans; administration of employee health benefit plans owned by Cornerstone Medical Provider Association, Inc.;

Johnna W. Baker, Esq.

4

June 18, 2015

3. Registration No. 3,601,646 for MAJOR HEALTH PARTNERS for medical services owned by Major Hospital;

4. Registration No. 4,050,867 for MISSIONPOINT HEALTH PARTNERS for quality management services, namely, quality evaluation and analysis, quality assurance, and quality control in the field of health care owned by Missionpoint Health Partners, Inc.;

5. Registration No. 3,862,898 for ABQ HEALTH PARTNERS & Design for medical services and health care services; nursing services; hospital services; medical clinics; surgery; health care services, namely, wellness programs; rehabilitation patient care services owned by ABQ Health Partners, LLC;

6. Application Serial No. 86/270,191 for BEAUMONT HEALTH PARTNERS for healthcare; hospitals owned by William Beaumont Hospital;

7. Registration No. 3,408,181 for COMMUNITY HEALTH PARTNERS & Design for, among other things, ambulant medical care; health care and hospitals owned by Community Health Partners Regional Medical Center;

8. Registration No. 3,597,837 for MAJOR HEALTH PARTNERS for hospitals owned by Major Hospital;

9. Registration No. 3,273,734 for SOUTHERN HEALTH PARTNERS for providing medical, dentist, and mental health services in inmates in county jail facilities owned by Southern Health Partners, Inc.;

10. Application Serial No. 85/917,651 for TRINITY HEALTH PARTNERS for home health care services; hospitals; medical and pharmaceutical consultation; medical services; nursing services; physician services; providing long-term care facilities owned by Trinity Health Corporation;

11. Registration No. 4,531,079 for WILLIAMETTE HEALTH PARTNERS for, among other things, providing physical therapy, occupational therapy, and physical rehabilitation services;;

12. Registration No. 2,698,996 for CONTINUUM HEALTH PARTNERS for inpatient and outpatient health care and hospital services owned by Continuum Health Partners, Inc.;

13. Registration No. 3,317,073 for COMMUNITY HEALTH PARTNERS for hospital and health care owned by Community Health Partners;

14. Registration No. 2,766,964 for PREMIER HEALTH PARTNERS for providing hospital and health care services owned by Premier Health Partners;

Johnna W. Baker, Esq.

5

June 18, 2015

15. Registration No. 4,002,829 for LAKESHORE HEALTH PARTNERS for health care; physician services owned by Lakeshore Health Partners;

16. Registration No. 4,002,835 for LAKESHORE HEALTH PARTNERS & Design for Health care; physician services owned by Lakeshore Health Partners;

17. Registration No. 3,770,344 for CHP CORRECTIONAL HEALTH PARTNERS & Design for, among other things, ambulant medical care; geriatric health care management services; and health care owned by Physician Health Partners;

18. Registration No. 4,125,592 for ST. PETER'S HEALTH PARTNERS for hospital and healthcare services owned by St. Peter's Health Partners;

19. Registration No. 4,214,591 for EMERGENT HEALTH PARTNERS for ambulance transport services owned by Emergent Health Partners; and

20. Registration No. 3,556,352 for BHP BERKSHIRE HEALTH PARTNERS & Design for, among other things, medical claims management services owned by Berkshire Health Partners.

In view of the weakness of the HEALTH PARTNERS element and the differences between the marks, confusion is unlikely. This is particularly true given that our client uses HEALTH PARTNERS preceded by its well-known house mark, DOYLESTOWN, which has been in use for decades. *See A&H Sportswear, Inc. v. Victoria's Secret Stores, Inc.*, 237 F.3d 198 (3d Cir. 2000) (affixing a well-known house mark can help diminish the likelihood of confusion); *Kinbook, LLC v. Microsoft Corp.*, 866 F. Supp. 2d 453 (E.D. Pa. 2012) (no likelihood of confusion where use of well-known house mark).

We trust this letter adequately addresses your concerns, and will now consider the matter closed.

Nothing contained herein shall be deemed to constitute a waiver of any of our client's rights or remedies, each of which is expressly reserved.

Very truly yours,

AMSTER, ROTHSTEIN & EBENSTEIN LLP

Kenneth P. George /HP
Kenneth P. George

KPG/HP/jns

cc: Doylestown Health Foundation (*via E-mail*)
Holly Pekowsky, Esq. (*via E-mail*)

EXHIBIT 11

NEW YORK
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CHICAGO
WASHINGTON, DC
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BOSTON
HOUSTON
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HANOI
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CHRISTIANE S. CAMPBELL, ESQ.
DIRECT DIAL: +1 215 979 1817
PERSONAL FAX: +1 215 689 4910
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GOWERS INTERNATIONAL

July 8, 2015

Kenneth P. George
Amster Rothstein & Ebenstein LLP
90 Park Avenue
New York, NY 10016
kgeorge@arelaw.com

**Re: Doylestown Health Partners and
Health Partners Plans, Inc.**

Dear Mr. George:

We received your June 18 letter to our client, Health Partners Plans, Inc. ("Health Partners"). Please direct all future correspondence in this matter to us.

Your letter argues that HEALTH PARTNERS, as a trademark, is weak and descriptive, and that there is no likelihood of confusion between DOYLESTOWN HEALTH PARTNERS' healthcare services, on the one hand, and HEALTH PARTNERS' healthcare services, on the other.

Your client's position appears to be based on a miscalculation of the strength of the HEALTH PARTNERS name and mark, and an inaccurate survey of the trademark and marketplace landscapes. As noted in Ms. Baker's June 4, 2015 letter to Doylestown Health Partners, Health Partners uses names incorporating "HEALTH PARTNERS" on and in connection with healthcare services in the nature of health maintenance organizations, and has done so since 1984. Health Partners is and has been recognized by consumers as HEALTH PARTNERS since that time. We acknowledge the words "HEALTH" and "PARTNERS" are not inherently distinctive, however over the course of more than thirty years of use, and considerable investments of resources, HEALTH PARTNERS has acquired distinctiveness in the

Duane Morris

Kenneth P. George
July 8, 2015
Page 2

name and trademark such that consumers – particularly in the greater Philadelphia region – recognize HEALTH PARTNERS as a leading provider of healthcare services.

Your client's proposed use of DOYLESTOWN HEALTH PARTNERS as a name and trademark, in the same geographic area, and for nearly identical healthcare services (i.e., "healthcare services offered through a network of healthcare providers on a contract basis"), marketed through the same trade channels to the same consumers, is not only likely to cause confusion but, indeed, already has caused confusion with our client's HEALTH PARTNERS healthcare services. The addition of the geographically descriptive term "DOYLESTOWN" to our client's HEALTH PARTNERS name and trademark only furthers the likelihood that consumers encountering the name and mark will believe there is some association between our respective clients.

As you know, in order for Health Partners to maintain its rights in its HEALTH PARTNERS name and mark, the law obligates it to prevent others from using the same or similar marks in a manner that might lead to consumer confusion. Our learning of recent actual consumer confusion is our basis for contacting you, and our understanding that your client's adoption of DOYLESTOWN HEALTH PARTNERS is of recent standing is our basis for contacting you as early as possible.

Your letter also references several third party uses of and U.S. Trademark Office records for "HEALTH PARTNERS" variants. Health Partners values and protects its HEALTH PARTNERS names and marks, and while most of these parties are distinguishable from Health Partners, either by geography, mark, or service offerings, we do appreciate your bringing to our attention any third parties of which we were not previously aware. Of course, Health Partners cannot disclose any co-existence, license, or other arrangements with third parties, as these are typically strictly confidential.

Against the relevant background, our client cannot agree to allow yours to proceed with the application for and use of the proposed "DOYLESTOWN HEALTH PARTNERS" mark. In the event your client proceeds successfully with U.S. Application Serial No. 86635784, Health Partners will be prepared to oppose the same.

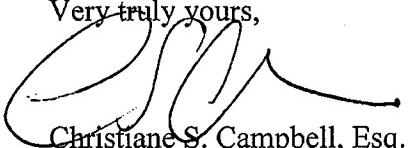
It seems our clients would have a common interest in distinguishing themselves in the healthcare marketplace they share, namely a marketplace driven by consumer health and interests. Health Partners remains confident this matter can be resolved without formal objection, but is prepared to take further legal action in the event the parties cannot agree on an amicable resolution. Please get in touch at your earliest convenience to discuss.

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Kenneth P. George
July 8, 2015
Page 3

Nothing contained in this letter, nor any act or omission to act by Health Partners is intended or should be deemed to be a waiver, abridgment, alteration, modification or reduction of any rights or remedies which Health Partners may have in regard to this matter, and all rights and remedies, whether at law or in equity, are hereby expressly reserved.

Very truly yours,



Christiane S. Campbell, Esq.

CSC:cs

cc: Johnna W. Baker, Esquire
David E. Loder

EXHIBIT 12

From: Holly Pekowsky <hpekowsky@ARELAW.com>
Sent: Tuesday, September 08, 2015 10:13 AM
To: Campbell, Christiane
Cc: Loder, David E.; Kenneth George; Judith Steinsapir
Subject: RE: Doylestown Health Foundation/Health Partners Plans (ARE File: 30743/6)

Dear Christiane:

We've now had an opportunity to review your email with our client.

While we appreciate your arguments, on a bottom line basis, we still believe the parties' respective services are fundamentally different - while your client is in the insurance business, our client is a clinically integrated care network. Your client may well have a list of doctors who accept its insurance, but this is very different from our client's business - providing medical services through a clinically integrated network of doctors and other participating providers. Indeed, the doctors on your client's list presumably also accept insurance payments from one or more insurers other than Health Partners Plans.

In addition to providing different services, as advised in our June 18 letter, the term HEALTH PARTNERS is generic and/or descriptive, and therefore, only entitled to a very narrow scope of protection. "Health" is descriptive of the type of insurance provided by your client, and the word "partner" is an attempt to align your client with consumers (similar to use of the word "buddy," or "pal"). DHP uses Partners to demonstrate collaboration among providers in a clinically integrated network to provide health services to patients in a continuum of care. As such, the differences between your client's HEALTH PARTNERS and our client's DOYLESTOWN HEALTH PARTNERS are sufficient to distinguish the marks, particularly since customers are already family with our client's well known DOYLESTOWN HOSPITAL.

The generic/descriptive nature of "health partners" is underscored by the fact that a brief online search uncovered over twenty third party uses of HEALTH PARTNERS in the same geographic area as our client, as well as several third party federal Registrations in the healthcare field with "health partners" disclaimed.

Based on the foregoing, we do not believe confusion is likely. If you have any other particular concerns, please advise.

best regards,

Holly Pekowsky, Esq.
Amster, Rothstein & Ebenstein LLP
90 Park Avenue
New York, NY 10016
212-336-8000 (main)
212-336-8116 (direct)
212-336-8001 (fax)
hpekowsky@arelaw.com (e-mail)

From: Campbell, Christiane [mailto:ccampbell@duanemorris.com]
Sent: Monday, August 10, 2015 4:35 PM
To: Holly Pekowsky
Cc: Loder, David E.

Subject: RE: Doylestown Health Foundation/Health Partners Plans (ARE File: 30743/6)

Dear Holly:

As discussed on the telephone on July 28, Health Partners' concerns with respect to Doylestown's use of the name "Doylestown Health Partners," for a provider network in the Southeast Pennsylvania region, remain.

In addition to our review together of Health Partners' website located at URL <https://www.healthpartnersplans.com/>, and to better explain Health Partners' service area, we offer the following: As a health plan, Health Partners has a network of providers in Doylestown, specifically, and also elsewhere in Bucks, Montgomery, and surrounding counties, generally. Additionally, Health Partners has providers within the Doylestown Hospital network, including within the "Doylestown Health Partners" group. In other words, Doylestown Health Partners is a provider entity within Health Partners' network.

There is considerable overlap with respect to the parties' consumers, potential consumers, market, and trade channels. By way of example, a patient looking for an Orthopedic specialist in the Doylestown area, that is within the Health Partners network, may very well find Doylestown Health Partners and not know they're in the wrong place. Similarly, a patient seeking out-patient care from a specialist with hospital rights at Doylestown Hospital could very well find Health Partners' Doylestown providers and think they've found "Doylestown Health Partners."

In today's world of on-line searching, directories, and information consumption, the potential for confusion is significant.

To the extent that our client also offers insurance provider services, while Doylestown offers only a provider network, there is still overlap. In any event, insurance provider services and healthcare provider services are considered related for purposes of a likelihood of confusion analysis. There is a significant body of case law supporting this premise.

If we've misconstrued any facts about Doylestown Health Partners, please advise. One thing that remains unclear is the geographic scope of Doylestown Health Partners' service reach, and particularly, whether there is or will be use of the name across state lines. We see that among its other filings, Doylestown recently filed an application for the logo below, based on actual use in commerce as of July 20, 2015:

Otherwise, against the relevant factual and legal background, Health Partners maintains and repeats its request that Doylestown Health Partners consider amending its name. Health Partners' understanding that your client's adoption and use of the name Doylestown Health Partners are of recent standing is what prompted Health Partners to contact your client immediately, in good faith and to express their concerns and seek a swift and amicable resolution. In the spirit of an amicable resolution between two parties that must play in the same backyard, our goal is to keep the dialogue open and somehow reach a middle ground.

We look forward to hearing from you once you've had the opportunity to review this information with your client.

Christi

Christiane Schuman Campbell
Partner

Duane Morris LLP
30 South 17th Street
Philadelphia, PA 19103-4196
P: +1 215 979 1817
F: +1 215 689 4910
C: +1 215 816 2133

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For more information about Duane Morris, please visit <http://www.DuaneMorris.com>

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EXHIBIT 13

Corporations ▾ Search Business Entities (corpsearch.aspx)

Search UCC Transactions (uccsearch.aspx) Forms ▾

Contact Corporations (<http://www.dos.pa.gov/BusinessCharities/Pages/default.aspx>)

Register (../Account/Register_account) Login (../Account/ValidateUser)

Search entity / **Select entity** / Order documents

Select Business Entity

Search Results for term *doylestown health partners* type: Starting with

Show 10 ▾ entries

Filter Records



Business Entity Name	Address	Entity Number	Entity Type	Status	Citizenship
<u>DOYLESTOWN</u> <u>HEALTH</u> <u>PARTNERS</u>		<u>6275977</u>	Trademark	Active	
<u>Doylestown</u> <u>Health</u> <u>Partners, LLC</u>	595 West State St. Doylestown BUCKS PA 18901	<u>4285527</u>	Limited Liability Company	Active	Domestic

Showing 1 to 2 of 2 entries

Previous

1

Next

Please click on an entity name or number for viewing details

<< Back to Search

EXHIBIT 14

Menu

Breast Center
Cancer Institute
Cardiac Care Services
Doylestown Health Physicians
Emergency Services
Maternity Center
Orthopedic Institute
Outpatient Testing
Pediatric Care Services
Rehabilitation Therapy
Surgical Services

Amenities
Billing & Finance
Chapel and Pastoral Care
Community & Patient Education
How to Schedule an Appointment
Patient Experience
Phone Directory
Visiting Hours

About Our Medical Staff
Annual Report and Donor Report
Arboretum
Awards
Board of Directors and Administration
Children's Village
Digital Policies and Guidelines
Doylestown Hospital in the Community
Employee and Affiliate Resources
News
Quiet Places for Reflection & Renewal
Village Improvement Association

Associate of the Month
Benefits
Location
Who Are We?
Locations
Contact Us
Get Involved
Donate
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Patient Portal

Search

Home > About Us > News > Doylestown Health Partners Contracts with Humana

More on this Topic

News

Doylestown Health Partners Contracts with Humana

09/09/2015

Doylestown Health Partners Contracts with Humana to Bring Accountable Health Care Model to Southeastern Pennsylvania

DOYLESTOWN, Pa. & LOUISVILLE, Ky. – Sept. 9, 2015 – Doylestown Health Partners and national health and well-being leader Humana Inc. (NYSE: HUM) are working together to offer Medicare Advantage members in Bucks and Montgomery counties a new model for health care called accountable care. The new approach, also known as value-based health care, is part of a national trend designed to create a more primary care-focused health system that delivers highly coordinated and personalized care.

Through the new agreement, Humana's population health capabilities, including predictive analytics, chronic disease management and wellness programs, will support Doylestown Health Partners' highly integrated health care network that is already focused on a patient-centric care model. Accountable care is a growing national trend representing a shift away from the historic health care model that focused on treating individual health events. Accountable care aligns all players in the health care system to focus on a person's overall health and long-term well-being.

"Doylestown Health Partners is unique among networks in that primary care physicians, specialists and hospitals are clinically and financially integrated to deliver high-quality, low-cost health care, and to promote wellness throughout the community," said Scott Levy, MD, Chairman of the DHP Managing Committee. "Our agreement with Humana is a natural progression to build on our strengths and partner with a leading insurer that shares our vision."

Humana's Medicare Advantage membership in the region has grown steadily in recent years, with 3,200 members in Bucks and Montgomery counties. Humana has nearly 30 years of accountable care experience, reflected in results from approximately one million Medicare Advantage members that showed significant improvements in quality, outcomes and costs through partnerships like the one with Doylestown Health Partners.

In data released in 2014, Humana members in accountable care relationships experienced fewer emergency room visits and hospital admissions, and improved clinical and management screening compliance for conditions such as diabetes and cardiovascular disease.

"Doylestown Health Partners is an ideal partner for this kind of effort because they've already made impressive strides in putting the patient and their primary care physician at the center of the health care equation," explained Rich Vollmer, Humana's President of Senior Products in Pennsylvania. "That's the key to a better health care model. Our goal is to add our data and analytics tools to the mix, helping Doylestown Health Partners' physicians spend more time with their patients and better coordinate their care."

The agreement includes value-based incentives tied to performance improvement and quality outcomes, emphasizing standard measures defined by the National Committee for Quality Assurance (NCQA) Healthcare Effectiveness Data and Information Set (HEDIS), including breast cancer screening, colorectal screening, comprehensive diabetes care, and high-risk medications.

Today, Humana has approximately 1.5 million individual Medicare Advantage members and nearly 200,000 Commercial members, cared for by approximately 43,000 primary care physicians in more than 900 accountable care relationships across 43 states and Puerto Rico. For more information, visit humana.com/accountable-care.

About Doylestown Health Partners

Doylestown Health Partners (DHP) is an LLC in which individual physicians (primary care and specialists) and Doylestown Hospital have an equal equity stake. DHP is the clinically and financially integrated network that ensures the delivery of high-quality, cost-effective health care in a regional marketplace that extends well beyond the Doylestown community.

Doylestown Health Partners is a unique partnership, the result of 25 years of collaboration among physicians – most of whom are independent practitioners and members exclusively of the Doylestown Hospital Medical Staff – and health system administration. Doylestown Hospital is the flagship of Doylestown Health, a non-profit community health system that includes a skilled nursing facility, surgery center, home health and hospice services, and a retirement community.

About Humana

Humana Inc., headquartered in Louisville, Ky., is a leading health and well-being company focused on making it easy for people to achieve their best health with clinical excellence through coordinated care. The company's strategy integrates care delivery, the member experience, and clinical and consumer insights to encourage engagement, behavior change, proactive clinical outreach and wellness for the millions of people we serve across the country.

More information regarding Humana is available to investors via the Investor Relations page of the company's web site at www.humana.com, including copies of:

- » Annual reports to stockholders;
- » Securities and Exchange Commission filings;
- » Most recent investor conference presentations;
- » Quarterly earnings news releases;
- » Replays of most recent earnings release conference calls;
- » Calendar of events; and
- » Corporate Governance information.

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